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Attorneys for Plaintiff Stanley Morrical,
derivatively on behalf of Hewlett-Packard
Company, in the action entitled,
Morrical v. Margaret C. Whitman, et al., 12-CV-06434

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

PHILIP RICCARDI,

Plaintiff,

v.

MICHAEL R. LYNCH, et al.

Defendants,

-and-

HEWLETT-PACKARD COMPANY,

Nominal Defendant.

CASE NO. 12-CV-06003

**DECLARATION OF STANLEY
MORRICAL IN SUPPORT OF
PLAINTIFFS STANLEY MORRICAL,
ANDREA BASCHERI, JIM CHUNG, AND
JOSEPH TOLA'S MOTION FOR
CONSOLIDATION OF RELATED
ACTIONS, APPOINTMENT OF A LEAD
PLAINTIFF, AND FOR APPROVAL OF
A LEADERSHIP STRUCTURE FOR
PLAINTIFFS' COUNSEL**

Date: March 1, 2013
Time: 10:00 a.m.
Ctm: 6, 17th Floor
Judge: Hon. Charles R. Breyer

[Caption continues on following page.]

ENERSTO ESPINOZA,

**DECLARATION OF STANLEY MORRICAL IN SUPPORT OF CONSOLIDATION,
APPOINTMENT AS LEAD PLAINTIFF AND FOR APPROVAL OF HIS
SELECTION OF COUNSEL**

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Plaintiff,
v.
MICHAEL R. LYNCH, et al.
Defendants,
-and-
HEWLETT-PACKARD COMPANY,
Nominal Defendant.

CASE NO. 12-CV-06025

Judge: Hon. Charles R. Breyer
Complaint Filed: November 27, 2012

ANDREA BASCHERI, et al,
Plaintiff,
v.
LEO APOTHEKER, et al.
Defendants,
-and-
HEWLETT-PACKARD COMPANY,
Nominal Defendant.

CASE NO. 12-CV-06091

Judge: Hon. Charles R. Breyer
Complaint Filed: November 30, 2012

MARTIN BERTISCH,
Plaintiff,
v.
LEO APOTHEKER, et al.
Defendants,
-and-
HEWLETT-PACKARD COMPANY,
Nominal Defendant.

CASE NO. 12-CV-06123

Judge: Hon. Charles R. Breyer
Complaint Filed: December 3, 2012

**DECLARATION OF STANLEY MORRICAL IN SUPPORT OF CONSOLIDATION,
APPOINTMENT AS LEAD PLAINTIFF AND FOR APPROVAL OF HIS
SELECTION OF COUNSEL**

1 THE CITY OF BIRMINGHAM
2 RETIREMENT AND RELIEF SYSTEM,

3 Plaintiff,

4 v.

5 LEO APOTHEKER, et al.

6 Defendants,

7 -and-

8 HEWLETT-PACKARD COMPANY,

9 Nominal Defendant.

CASE NO. 12-CV-06416

Judge: Hon. Charles R. Breyer
Complaint Filed: December 18, 2012

10 JOSEPH TOLA,

11 Plaintiff,

12 v.

13 MICHAEL R. LYNCH, et al.

14 Defendants,

15 -and-

16 HEWLETT-PACKARD COMPANY,

17 Nominal Defendant.

CASE NO. 12-CV-06423

Judge: Hon. Charles R. Breyer
Complaint Filed: December 18, 2012

19 STANLEY MORRICAL,

20 Plaintiff,

21 v.

22 MARGARET C. WHITMAN, et al.

23 Defendants,

24 -and-

25 HEWLETT-PACKARD COMPANY,

26 Nominal Defendant.

CASE NO. 12-CV-06434

Judge: Hon. Charles R. Breyer
Complaint Filed: December 19, 2012

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**DECLARATION OF STANLEY MORRICAL IN SUPPORT OF CONSOLIDATION,
APPOINTMENT AS LEAD PLAINTIFF AND FOR APPROVAL OF HIS
SELECTION OF COUNSEL**

I, Stanley Morrical, submit this declaration in support of my motion to consolidate the above-captioned related shareholder derivative actions and to appoint me as Lead Plaintiff and appoint my counsel, Cotchett, Pitre & McCarthy, LLP ("CPM"), as Lead Counsel in the consolidated derivative action.

BACKGROUND

1. I am a citizen of California. I live in San Mateo County and own a business in San Francisco County, both located in this District. I founded Morrical Financial Services in 1992 and have worked to serve the financial needs of the business community for more than 20 years. I work with clients to design and implement 401(k) plans and to help clients understand and meet their fiduciary responsibilities as plan sponsors. I have completed the Accredited Investment Fiduciary program at the Center for Fiduciary Studies. In the past, I have served as a Board member for a privately held winery. I regularly participate in events at the Silicon Valley Chapter of the National Association of Corporate Directors and at the Stanford University Rock Center for Corporate Governance. I have long been active in corporate governance issues and I am a strong advocate for improved corporate governance. Accordingly, I believe I have a good understanding of the business and fiduciary issues raised in this action.

2. I own 1,200 shares of HP and have continuously held these shares since 2010. I have not sold any HP shares and do not intend to during the duration of this action.

LEAD PLAINTIFF

3. On November 20, 2012, HP issued a press release announcing that it would write down \$8.8 billion of the value of Autonomy Corporation plc ("Autonomy"). As a shareholder, I was concerned about the issues raised by this write down as well as the press surrounding the write down. I immediately contacted CPM, a firm that I investigated and determined had a background in financial and fiduciary issues, particularly for publicly traded corporations in California (and incorporated in Delaware).

**DECLARATION OF STANLEY MORRICAL IN SUPPORT OF CONSOLIDATION,
APPOINTMENT AS LEAD PLAINTIFF AND FOR APPROVAL OF HIS
SELECTION OF COUNSEL**

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2 4. On December 12, 2012, I authorized my counsel to send a demand letter to HP to
3 inspect and copy HP's books and records pursuant to California Corporation Code § 1601 related
4 to Autonomy.

5 5. On December 19, 2012, I authorized the filing of a shareholder derivative
6 complaint on my behalf against certain members of HP's Board of Directors and its executive
7 officers alleging that they breached fiduciary duties owed to HP.

8 6. On January 3, 2013, unsatisfied with HP's response to my December 12, 2012
9 request for books on records, I authorized the filing of the Verified Petition for Writ of Mandate
10 for Inspection of Corporate Books and Records in Santa Clara Superior Court pursuant to
11 California Corporation Code § 1603(a);

12 7. Based on my personal background, and my demonstrated commitment to the
13 vigorous prosecution of this Action on HP's behalf, I believe I am able to represent the interests
14 of all HP shareholders in this Action to ensure that Defendants are held accountable for their
15 conduct. If appointed Lead Plaintiff, I will continue to take an active role in this litigation.

16 I declare under penalty of perjury under the laws of the United States of America that the
17 foregoing is true and correct. Executed this 25th day of January 2013 at San Francisco,
18 California.

19 DATED: January ²⁵, 2013


STANLEY MORRICAL

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28 **DECLARATION OF STANLEY MORRICAL IN SUPPORT OF CONSOLIDATION,
APPOINTMENT AS LEAD PLAINTIFF AND FOR APPROVAL OF HIS
SELECTION OF COUNSEL**

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